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This instrument prepared by:
J. RICH JOHNSON, JR.
W. W. CONNELL
TERRY W. GLOOR
BIRMINGHAM, ALABAMA 35203

STATE OF ALABAMA,)
SHELBY COUNTY.)

ARTICLES OF INCORPORATION
OF
CLUB FITNESS, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CLUB FITNESS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To operate a fitness center, to advise and consult with customers relative to exercise programs, to sell and provide any and all necessary accessories, and to sell appropriate equipment for the purpose of physical fitness.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of common stock, par value of \$10.00 per share.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are none.

SIXTH: The address of the initial registered office of the corporation is 2975 Pelham Parkway, Pelham, Alabama 35124, and the name of its initial registered agent at such address is Wayne H. Johnson.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is four and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and

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Return To: Johnson, Connell & Gloor
2018 35203
Birmingham AL 35203

shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Roy W. Johnson	1214 Alford Avenue, Birmingham, AL 35226
Wayne H. Johnson	2201 Pioneer Drive, Birmingham, AL 35226
Martelia L. Johnson	2201 Pioneer Drive, Birmingham, AL 35226
Nancy F. Johnson	1214 Alford Avenue, Birmingham, AL 35226

EIGHTH: The names and post office addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Wayne H. Johnson	2201 Pioneer Drive Birmingham, AL 35226	President
Roy W. Johnson	1214 Alford Avenue Birmingham, AL 35226	Vice President
Martelia L. Johnson	2201 Pioneer Drive Birmingham, AL 35226	Vice President
Nancy F. Johnson	1214 Alford Avenue Birmingham, AL 35226	Secretary-Treasurer

NINTH: The names and addresses of the incorporators and the number of shares subscribed for by them are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Roy W. Johnson	1214 Alford Avenue Birmingham, AL 35226	800
Wayne H. Johnson	2201 Pioneer Drive Birmingham, AL 35226	200

DATED: June 1, 1991

Roy W. Johnson
Roy W. Johnson
Wayne H. Johnson
Wayne H. Johnson
Martelia L. Johnson
Martelia L. Johnson
Nancy F. Johnson
Nancy F. Johnson

STATE OF ALABAMA,)

JEFFERSON COUNTY.)

I, W. W. Conwell, a Notary Public in and for said County and State, hereby certify that Roy W. Johnson, Wayne H. Johnson, Martelia L. Johnson and Nancy F. Johnson, whose names are signed to the foregoing Articles of Incorporation and who are known to me, acknowledged before me this day that, being informed of the contents of said instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 1st day of Jan, 1990.

W. W. Conwell
Notary Public

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Club Fitness, Inc.

I, Perry A. Hand, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said state, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, based upon an examination of the corporation records on file in this office, the corporate name "Club Fitness, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Bill Conwell, 2015 2nd Ave. N., Birmingham, AL 35203 for a period of one hundred twenty days beginning November 27, 1990 and expiring March 28, 1991.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on November 27, 1990.

Perry A. Hand
Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION

OF

Club Fitness, Inc.

The undersigned, as Judge of Probate of _____ Shelby _____ County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of _____ Club Fitness, Inc., _____, duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of _____ Club Fitness, Inc., _____, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the _____ 8th _____ day of _____ January _____, 19 91 _____.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

91 JAN -8 AM 10:32

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

Rec 35.00
Jud 3.00
38.00